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FR Y-6
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Approval expires December 31, 2015
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MAR 27 2014

Board of Governors of the Federal Reserve System



FRB RICHMOND Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Easton Bancorp, Inc.

Legal Title of Holding Company

501 Idlewild Avenue

(Mailing Address of the Holding Company) Street / P.O. Box

Easton Maryland 21601

City

State

Zip Code

R. Michael S. Menzies, Sr.

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Pamela A Mussenden Treasurer

Name

Title

410 819 5885

Area Code / Phone Number / Extension

410 819 8945

Area Code / FAX Number

pamussenden@eastonbankandtrust.com

E-mail Address

www.eastonbankandtrust.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

3-26-2014

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

FORM FRY-6

ORGANIZATIONAL CHART

**EASTON BANCORP, INC.
501 Idlewild Avenue, Easton, MD 21601**

Fiscal Year Ending December 31, 2013

EASTON BANCORP, INC. 501 Idlewild Avenue Easton, Maryland 21601
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100%.

EASTON BANK & TRUST COMPANY 501 Idlewild Avenue Easton, Maryland 21601	EASTON CAPITAL TRUST 1 501 Idlewild Avenue Easton, Maryland 21601
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***** All of the above were incorporated in Maryland**

Form FRY - 6
EASTON BANCORP, INC.
Report Item #3: Securities holders
Fiscal Year Ending December 31, 2013

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/13

Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percen- tage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percen- tage of Each Class of Voting Securities
Jack H. Bishop, DDS Easton, MD	USA	51,772 – 6.21% Common Stock	N/A		
William David Hill, DDS Easton, MD	USA	118,377 – 14.21% Common Stock			
Vinodrai Mehta, MD Cambridge, MD	USA	43,824 – 5.26% Common Stock			
R. Michael S. Menzies, Sr Easton, MD	USA	85,059 – 10.21% Common Stock			
Mahmood S. Shariff, MD Cambridge, MD	USA	59,824 – 7.18% Common Stock			

**Form FR Y-6
EASTON BANCORP, INC.
Fiscal Year Ending December 31, 2013
Report Item 4: Insiders**

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other Than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies And percentage of voting Securities held)
Jack H. Bishop, DDS Oxford, MD	Dentist	Director	Director Easton Bank & Trust	Dental Associates Partner Jack H. Bishop DDS Owner Idlewild Associates Limited Member Murrells Inlet Hotel, LLC Member South Carolina Hotel LLC Member	6.21%	N/A	Dental Associates (50%)
J. Parker Callahan Wye Mills, MD	Farmer	Director	N/A	N/A	3.18%	N/A	Jack's Field (100%)
Charles T. Capute Easton, MD	Attorney	Director	Director Easton Bank & Trust Audit Chairman	Attorney Charles T. Capute, LLC	0.33%	N/A	Charles T. Capute, LLC (100%)
Stephen W. Chitty Easton, MD	Business Owner	Director	N/A	Owner/President Talbot Crown & Dental Laboratory	2.73%	N/A	Talbot Crown & Bridge Dental Laboratory (100%)

J. Fredrick Heaton, DMD Easton, MD	Endodontics	Director	Director Easton Bank & Trust	Owner	1.53%	N/A	J. Fredrick Heaton, DMD PA (100%)
Jeffrey N. Heflebower Denton, MD	Retired	Director	N/A	Lippincott Sailing Yachts, Inc. (Officer/Director)	0.57%	N/A	N/A
W. David Hill, DDS Easton, MD	Owner/President	Chairman of the Board Director	Chairman of the Board/Director Easton Bank & Trust	Idlewild Associates General Partner Eastern Shore Retirement General Partner Caulk Management Co. Director, President Salisbury Carwash, Inc. President Salisbury Carwash LLC Member & Manager Idlewild Pharmacy, LLC Manager, Member Wells Hotel LLC Manager, Member South Carolina Hotel LLC Manager, Member Fruitland Properties LLC Manager, Member Murrells Inlet Hotel, LLC Owner Hill Family Murrells Inlet Managing Member Horses in Harmony Owner Hill Group, LLC Managing Member	14.21%	N/A	Idlewild Associates (25%) Eastern Shore Retirement Associates (81.60%) Caulk Management (70%) Idlewild Pharmacy (66 2/3%) Wells Hotel LLC (10%) South Carolina Hotel, LLC (58%) Fruitland Properties, LLC (34%) Hill Family Murrell's Inlet, LLC (45.454%) Horses in Harmony (45%) Bon Pere, LLC (67%) Dover Street Association, LLC (50%) Hill Group, LLC, (28%)

William R. Houck, DDS Easton, MD	Retired-Pediatric Dentist	Director	N/A	William R. Houck DDS, Associate Idlewild Associates Limited	0.73%	N/A	N/A
David F. Lesperance Cambridge, MD	General Contractor	Director	Director Easton Bank & Trust	David Lesperance, Inc. Owner	2.46%	N/A	David Lesperance, Inc. (100%)
Vinodrai Mehta, MD Cambridge, MD	Physician	Director	N/A	Owner	5.26%	N/A	Internal Medicine, Owner (100%)
R. Michael S. Menzies Sr. Easton, MD	President/CEO	President/CEO, Director	President/CEO Director Easton Bank & Trust		10.21%	N/A	N/A
Roger A. Orsini, MD Easton, MD	Physician	Director	N/A	Shore Aesthetic Reconstructive Owner	2.31%	N/A	Shore Aesthetic Reconstructive (100%)
Mahmood S. Shariff, MD Cambridge, MD	Physician	Director	N/A	President, M.S. Shariff,	7.18%	N/A	M.S. Shariff, MDPA (100%) M.D.P.A.
Myron J. Szczukowski Easton, MD	Physician	Director	N/A	Physician	1.51%	N/A	Osteon, LC (33.3%)

Sheila A. Wainwright Oxford, MD	Chief Admin. Officer	Director	Director Easton Bank & Trust	N/A	0.71%	N/A	Murrell's Inlet Ventures, LLC (25%) Bon Pere, LLC (33%)
Jerry L. Wilcoxon Easton, MD	CPA/ABV, CVA	Director	N/A	Owner	0.11%	N/A	Wilcoxon Consulting, LLC (100%)

Results: A list of branches for your holding company: EASTON BANCORP, INC. (2082484) of EASTON, MD.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.

Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.

Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.

Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.

Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	2059758	EASTON BANK & TRUST COMPANY	501 IDLEWILD AVENUE	EASTON	MD	21601	TALBOT	UNITED STATES	48115	0	EASTON BANK & TRUST COMPANY	2059758	
OK		Full Service	3936052	GLEBE ROAD BRANCH	8707 COMMERCE DRIVE	EASTON	MD	21601	TALBOT	UNITED STATES	484679	8	EASTON BANK & TRUST COMPANY	2059758	
OK		Full Service	3105737	OXFORD BRANCH	104 FACTORY STREET	OXFORD	MD	21654	TALBOT	UNITED STATES	363270	4	EASTON BANK & TRUST COMPANY	2059758	